

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC..	:	08-13555 (JMP)
<i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
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**[PROPOSED] ORDER GRANTING LIMITED OBJECTION OF  
SUCCESSFACTORS, INC. TO DEBTORS' MOTION SEEKING, AMONG  
OTHER THINGS, AN ORDER APPROVING THE SALE OF PURCHASED  
ASSETS AND AUTHORIZING ASSUMPTION AND ASSIGNMENT  
OF CONTRACTS RELATING TO PURCHASED ASSETS**

Upon the *Limited Objection Of SuccessFactors, Inc. To Debtors' Motion Seeking, Among Other Things, An Order Approving The Sale Of Purchased Assets And Authorizing Assumption And Assignment Of Contracts Relating To Purchased Assets* (the “Limited Objection”) filed by SuccessFactors, Inc. (“SuccessFactors”), the *Debtors’ Motion To (A) Establish Sales Procedures; (B) Approve A Seller Termination Fee And A Reimbursement Amount; And (C) Approve The Sale Of The Purchased Assets And The Assumption And Assignment Of Contracts Relating To The Purchased Assets* filed by Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors-in-possession (collectively, the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”) (the “Sale Motion”) [Docket No. 694], and after due deliberation and sufficient cause appearing therefor, it is hereby: <sup>1</sup>

ORDERED that Sale Motion as it sets forth the terms and conditions of the “Bid Procedure Order” is approved except to the extent otherwise specifically provided herein;

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<sup>1</sup> Capitalized terms not defined in this Order shall have the meaning ascribed to them in the Limited Objection. herein.

ORDERED that Sale Motion as it sets forth the terms and conditions of the “Sale Order” is approved except as specifically provided with regard to SuccessFactors as set forth hereinafter;

ORDERED that, *as a condition the assumption and assignment of all executory contracts to which SuccessFactors is a non-debtor counterparty*, the Debtors and Lehman: (a) shall provide to SuccessFactors, (a) a list identifying all executory contracts (the “SuccessFactors Contracts”) the Debtors seek to assume and to assign including, without limitation, the full name and date of each such executory contract and such other information as necessary to permit SuccessFactors to identify each such contract; (b) shall pay all monetary defaults associated with the SuccessFactors Contracts without delay; and (c) shall provide such other and further relief as is necessary to protect SuccessFactors’ rights and interests in this matter.

Dated:

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UNITED STATES BANKRUPTCY JUDGE